



ACN 072 745 692

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**NOTICE OF ANNUAL GENERAL MEETING**  
**PROXY FORM**  
**AND**  
**EXPLANATORY MEMORANDUM**

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**Date of Meeting**

Wednesday, 13 November 2013

**Time of Meeting**

11.30am WST

**Place of Meeting**

The Celtic Club  
48 Ord Street  
West Perth WA 6005

## **NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the shareholders of Mincor Resources NL ACN 072 745 692 ("**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 13 November 2013 at 11.30am WST for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

### **A G E N D A**

#### **Business**

An Explanatory Memorandum containing information in relation to each of the following resolutions accompanies this Notice of Annual General Meeting. Capitalised terms used in this Notice of AGM are defined in the Glossary to the Explanatory Memorandum.

#### **Annual Accounts**

To receive and consider the financial statements of the Company for the year ended 30 June 2013, consisting of the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, the Directors' Report, the Directors' Declaration and the Independent Auditor's Report.

#### **RESOLUTION 1 – Non Binding Resolution to adopt Remuneration Report**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*That pursuant to and in accordance with section 250R(2) of the Corporations Act, the Remuneration Report as contained within the Directors' Report be adopted.*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Company will disregard any votes cast on this Resolution by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- b) it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- b) the proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

## **RESOLUTION 2 – Re-election of Mr David James Humann as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That Mr David James Humann, being a Director, retiring by rotation in accordance with Rule 15.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.*

### **Other Business**

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

### **BY ORDER OF THE BOARD**



**Brian Lynn**  
**Company Secretary**

Dated: 23 September 2013

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### **PROXIES**

- A Shareholder entitled to attend and vote at the above AGM of Shareholders may appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights.
- A proxy may, but need not be, a Shareholder of the Company.
- The instrument appointing a proxy must be in writing, executed by the appointor or his/her attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer or his/her attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed. Capitalised terms used in the enclosed Proxy Form have the same meaning as defined in the Glossary to the Explanatory Memorandum.

### **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 of the Corporations Regulations, the Board has determined that members holding ordinary shares at 5.00pm WST on 11 November 2013 will be entitled to attend and vote at the AGM.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of AGM (“**Notice**”) of Mincor Resources NL (“**Company**”).

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

### 1. ANNUAL ACCOUNTS

The Corporations Act requires shareholders to receive and consider the annual financial statements of the Company for the financial year ended 30 June 2013 together with the Directors’ Report, the Directors’ Declaration and the Independent Auditor’s Report. A copy of these reports may be accessed by visiting the Company’s website [www.mincor.com.au](http://www.mincor.com.au).

There is no requirement for shareholders to approve these reports. However, the Company will provide a reasonable opportunity for shareholders to ask questions or make comments about the annual financial statements and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor’s report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

### 2. RESOLUTION 1 – Resolution to adopt Remuneration Report

Section 298 of the Corporations Act requires that the annual Directors’ Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

Pursuant to Section 250R(2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Directors’ Report must be put to the vote.

The Remuneration Report is set out within the Directors’ Report. The Report:

- explains the Board’s policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board’s remuneration policy and the Company’s performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Shareholders are advised that pursuant to Section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at an AGM, and then again at the following AGM (**Following AGM**), the Company will be required to put a resolution to the Following AGM, to approve calling an extraordinary general meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the Following AGM. All of the Directors who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the Following AGM) was approved, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting and will (if desired) need to stand for re-election at the spill meeting.

It is noted that at the Company's 2012 AGM the votes cast against the Remuneration Report was less than 25% and accordingly, a spill resolution is not required for this AGM.

Note that the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution. Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

### **3. RESOLUTION 2 – Re-election of David James Humann as a Director**

Rule 15.2 of the Company's Constitution provides that at every annual general meeting of the Company one-third of the Directors (other than alternate Directors and the Managing Director) shall retire from office. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Accordingly, pursuant to Rule 15.2 of the Company's Constitution, David James Humann, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Humann joined the Company on 30 September 1999 as a Non-executive Director and Chairman. Mr Humann is a Chartered Accountant and was Chairman and Senior Partner of Price Waterhouse (Hong Kong and China) from 1986 until 1995. He was also the Managing Partner of Price Waterhouse, Asia Pacific Region, and a member of the World Board of Price Waterhouse and of the firm's 12 person World Executive Management Committee.

Mr Humann is a member of the boards of a number of public and private companies.

# GLOSSARY

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**AGM** means annual general meeting.

**Board** means the board of Directors.

**Closely Related Party** has the meaning given to that term in the Corporations Act. Under the Corporations Act, a Closely Related Party of a member of the Key Management Personnel for an entity means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, or in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 to be a Closely Related Party.

**Company** means Mincor Resources NL ACN 072 745 692.

**Corporations Act** means Corporations Act 2001 (Cth).

**Constitution** means the Company's constitution, as amended from time to time.

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards. The Accounting Standards define the Key Management Personnel of an entity to be those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

**Notice** means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.

**Resolution** means a resolution proposed pursuant to the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties.

**Shareholders** means holders of fully paid ordinary shares in the Company.

**WST** means Australian Western Standard Time.

MINCOR RESOURCES NL

ACN 072 745 692

PROXY FORM

The Company Secretary
Mincor Resources NL
Level 1, 56 Ord Street
WEST PERTH WA 6005

Facsimile: (08) 9321 8994

I/We (name of shareholder) .....

of (address) .....

being a member/members of Mincor Resources NL HEREBY APPOINT

(name) .....

of (address) .....

and/or failing him (name) .....

of (address) .....

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 13 November 2013 at 11.30am WST at the Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

Table with 3 columns: Resolution, Description, For, Against, Abstain. Row 1: Resolution 1, Non Binding Resolution to adopt Remuneration Report. Row 2: Resolution 2, Re-election of Mr David James Humann as a Director.

Subject to the comments below, it is the Chairman's intention to vote in favour of the resolutions.

IMPORTANT INFORMATION FOR

Resolution 1 - Non Binding Resolution to adopt Remuneration Report: If a member of the Key Management Personnel or a Closely Related Party of a member of the Key Management Personnel is appointed as your proxy, you must direct your proxy how to vote on Resolution 1 otherwise your proxy will not cast your vote in respect of Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

[ ] I/We direct the Chair to vote in accordance with his voting intentions on Resolution 1 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you do not mark this box, and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

Dated: 2013

This Proxy is appointed to represent \_\_\_\_% of my voting right, or if 2 proxies are appointed Proxy 1 represents \_\_\_\_% and Proxy 2 represents \_\_\_\_% of my total votes. Note, if a specific proportion of the shareholder's voting rights is not specified then each proxy may exercise half of the shareholder's voting rights. My total voting right is \_\_\_\_\_ shares

IF THE SHAREHOLDER IS AN INDIVIDUAL:

Signature: \_\_\_\_\_ Name: \_\_\_\_\_

IF THE SHAREHOLDER IS A COMPANY (Affix common seal if required by Constitution):

Director/Sole Director and Secretary

Director/Secretary

CONTACT DETAILS SHOULD WE NEED TO CONTACT YOU:

Contact Name

Contact Business Telephone/Mobile

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
2. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
3. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
4. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
5. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
6. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting that is by 11.30am WST on 11 November 2013 by post or facsimile to the respective addresses stipulated in this proxy form. Any proxy form received after this time will not be valid.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - a. The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - b. If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - c. If the proxy is Chairperson, the proxy must vote on a poll and must vote that way; and
  - d. If the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way; and
  - e. If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

# ANNUAL REPORT 2013

**Mincor's 2013 Annual Report  
is now available online at  
[www.mincor.com.au](http://www.mincor.com.au)**

(then click the Annual Report icon  
on the home page)

**To request a hard copy of the report,  
please see reverse of this form**

  
**M I N C O R**  
R E S O U R C E S N L



# To request a hard copy of Mincor's 2013 Annual Report...

## EMAIL

your name and  
address to:

hayley@mincor.com.au

noting '2013 Annual  
Report' in the subject line

or

## FAX

this completed  
form to:

(08) 9321 8994  
within Australia  
(+618) 9321 8994  
International

or

## MAIL

this completed  
form to:

Mincor Resources NL  
PO Box 1810  
West Perth WA 6872  
AUSTRALIA

Please send a hard copy of Mincor's 2013 Annual Report to:

NAME: .....

.....

COMPANY: .....

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ADDRESS: .....

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**TAKE NO ACTION if you do not wish to receive a  
hard copy of the Annual Report through the post.**

The Annual Report is now available on the Mincor website ([www.mincor.com.au](http://www.mincor.com.au))  
in a user-friendly format for viewing, searching, downloading and/or printing